

RECORDATION NO. 26559 FILED

SEP 20 '06

12-28 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 20, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.,
(as assignee of Trinity Industries Leasing
Company)
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: Frac Tech Services, LLC
16858 IH-20
Cisco, TX 76437]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

105 hopper cars: TILX 32475 – TILX 32579.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWAL/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on September 20, 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "**Lessor**").

WITNESSETH:

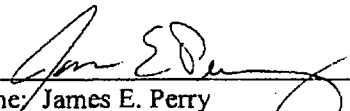
Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "**TILC**") and Frac Tech Services, LLC, a Texas limited liability company (the "**Lessee**") are parties to that certain Railroad Car Lease Agreement (the "**Lease Agreement**"), dated August 1, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, effective August 1, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: James E. Perry
Title: Vice President and Secretary

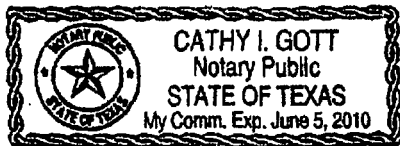
Executed on this 18th day of September, 2006

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 18th day of September 2006, before a Notary Public in and for said County and State, personally appeared James E. Perry, who being by me duly sworn, says that he is the Vice President and Secretary of Trinity North American Freight Car, Inc., that said instrument was signed on September 18, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Cathy I. Gott
Name: _____
Notary Public

My Commission Expires: 6-5-2010
Residing in Dallas Co.

EXHIBIT A

Equipment:	3,281 cf twin covered hopper cars consistent with Trinity specification number L-20368-A.
Quantity:	One hundred five (105)
Road Numbers:	TILX 32475 - 32579

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/20/06



Robert W. Alvord